

EXHIBIT A

Term Sheet for Loan by Michael Zeiger to
Admiral Wine and Liquor Co.

Borrower: Admiral Wine and Liquor Co. (the "Borrower")

Lender: Michael Zeiger (the "Lender")

Amount of Loan: \$500,000.00. \$200,000.00 to be extended upon entry of an interim order of the Bankruptcy Court approving the post-petition financing, and the remainder upon entry of a final order. The forms of order must be acceptable to Lender. Definitive documentation to be prepared in a form acceptable to the Borrower and Lender.

Interest Rate: PIK, payable at the same rate as the rate to be repaid to Capital One, N.A. ("Capital One") pursuant to a confirmed plan of reorganization by the Borrower in its chapter 11 case.

Collateral: Borrower shall grant Lender a security interest and lien on all of the Borrower's assets pursuant to section 364(c)(3) of the Bankruptcy Code, junior only to the allowed secured claim of Capital One and any other valid and perfected pre-petition lien and security interest.

Fees and Expenses: Lender shall be entitled to recover its reasonable attorneys' fees and expenses, if any, pursuant to the Borrower's confirmed plan.

Purpose of Funds: To provide the Debtor with the necessary liquidity to operate its business during the pendency of this chapter 11 case.

Maturity Date: The effective date of confirmation of the Borrower's plan of reorganization, unless the Lender and the Borrower agree to different terms.

Events of Default: Standard events of default including, but not limited to, the appointment of a chapter 11 trustee; the conversion of the Borrower's bankruptcy case to a chapter 7; Capital One being granted relief from the automatic stay; the dismissal of the Borrower's bankruptcy case; a change in control whereby Michael Zeiger is no longer the operating principal of the Borrower; the Bankruptcy Court's failure to enter a final order authorizing the post-petition loan on the terms set forth herein within 30 days after the entry of an interim order; or entry of an order of a court of competent jurisdiction reversing, amending, staying, vacating or otherwise modifying the interim order or the final order.

Governing Law: Law of the State of New Jersey.

Carve Out: The DIP loan from Zeiger will include a carve out for (i) any costs to the Clerk of the Court, (ii) fees due to the United States Trustee pursuant to 28 U.S.C. §1930(a)(6), and (iii) \$100,000.00 for the allowed fees and expenses of Debtor's counsel.

Admiral Wine and Liquor Co.

By: 
Michael Zeiger, President and Secretary


Michael Zeiger, Individually

Dated: November 12, 2010